

Attachment B - Certificate of Incorporation and Certificate of Authority

See Attached

State of Delaware

PAGE 1

Office of the Secretary of State


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D.: 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3266969 8100

001398636


Edward J. Freel, Secretary of State 0606645

AUTHENTICATION: 08-08-00

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/07/2000
001398636 - 3266969

**CERTIFICATE OF CORRECTION
TO
CERTIFICATE OF INCORPORATION
OF
TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED**

* * * * *
*Adopted in accordance with the provisions
of §103 (j) of the General Corporation Law
of the State of Delaware*
* * * * *

The undersigned, being the President of Telecom New Zealand Communications (USA) Limited, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: The name of the corporation is Telecom New Zealand Communications (USA) Limited (the "Corporation").

SECOND: Article Four of the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") which was filed with the Secretary of State of Delaware on July 28, 2000 inaccurately reflected the authorized capital of the Corporation.

THIRD: The defect to be corrected in the Certificate of Incorporation as follows:

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is three thousand (3,000) shares of Common Stock, par value one dollar (\$1.00) per share.

IN WITNESS WHEREOF, the undersigned, being the President hereinabove named, for the purpose of correcting the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Correction to the Certificate of Incorporation this 27th day of July, 2000.

Telecom New Zealand Communications
(USA) Limited,
a Delaware corporation

By: /s/ Anthony Norris Briscoe
Name: Anthony Norris Briscoe
Title: President


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3266969 8100




Edward J. Freel, Secretary of State

0590086

AUTHENTICATION:

07-31-00

CERTIFICATE OF INCORPORATION

OF

TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED

ARTICLE ONE

The name of the corporation is Telecom New Zealand Communications (USA)
Limited.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is 9 East
Loockerman, in the City of Dover, County of Kent, 19901. The name of its registered agent at such
address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in
any lawful act or activity for which corporations may be organized under the General Corporation
Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is
one thousand (1,000) shares of Common Stock, par value one dollar (\$1.00) per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

NAME

Thaddine G. Gomez

MAILING ADDRESS

200 East Randolph Drive
Suite 5700
Chicago, Illinois 60601

ARTICLE SIX

The corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

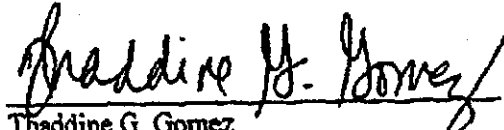
ARTICLE TEN

The corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 27th day of July, 2000.


Thaddine G. Gomez
Sole Incorporator

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 26TH
day of OCTOBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH .



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

OCT 26 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10/26/00

License Fee \$ -

Franchise Tax \$ 25-

Filing Fee \$ 25-

Penalties \$ -

Approved: H 100-

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Telecom New Zealand Communications (USA) Limited

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: July 28, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

251 South Lake Ave. Ste. 540
Pasadena CA 91101

(b) Address of principal office in Illinois:
(If none, so state)

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield

62701

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See Attached</u>			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		1.00	3,000	1,300

9. Paid-in Capital: \$ 130,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

251 South Lake Ave., Ste. 540, Pasadena, CA 91101

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois: **0**
(c) Number of shares of all classes owned by non-residents of Illinois: **1,300**
(d) Is the corporation transacting business in this state at this time? **No**
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated Oct 5, 2000, Telecom New Zealand Communications (USA) Limited

(Exact Name of Corporation)

attested by David A. Jefferis by Ian Neale
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

David Jefferis, Asst. Sec.
(Type or Print Name and Title)

Ian Neale President
(Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

LIST OF OFFICERS & DIRECTORS OF
TELECOM NEW ZEALAND COMMUNICATIONS (USA) LIMITED

Officers

Residential Addresses:

Anthony Briscoe, Chairman	Apt 8, 14 Leeds St., Wellington New Zealand
Ian Neale, President	648 Winston Ave., San Marino, CA 91108
Andrew Rodwell, Exec. VP	348 Baptiste Way, La Canada-Flintridge, CA 91011
David Jefferis, Asst. Sec. & Treasurer	4343 Oceanview Blvd. Apt 101, Montrose, CA 91020
Richard Scott, Secretary	13B Glenwood Grove, Newlands, Wellington, New Zealand

Directors

Anthony Briscoe	
Peter Crimp	14/28 Hobson St, Thorndon, Wellington New Zealand
Ian Neale	
Andrew Rodwell	

All the above referenced Officers & Directors can be reached at:
251 South Lake Avenue, Suite 540, Pasadena, California 91101